

SCHEDULE 3.5.1

ALLOCATION OF PRELIMINARY PURCHASE PRICE

The Preliminary Purchase Price and Post-Closing Payments shall be allocated as follows

		<u>Purchase Price Allocation</u> <u>\$ USD MM</u>
1.	All Acquired Assets of Filing Affiliates. Note: Includes 100% of the \$26 Million Post-Closing Payments under section 3.4.4	70.9
2.	Shares KDS Company Ltd. (Korea) Sale of Shares	10.4
3.	Shares Shanghai - Delphi Automotive Door Systems Co. Ltd. (China) Sale of Shares	13.3
4.	Delphi Interiors Systems de Mexico, S.A. de C.V Sale of Assets	8.0
5.	Delphi Automotive Systems SA de CV. Sale of Assets	0.5
6.	Delphi Automotive Systems Deutschland, GmbH Sale of Assets.	2.2
7.	Delphi Packard Austria GmbH. Sale of Assets	0.7
	Total	106.0

Imputed interest on Post-Closing Payments will be calculated pursuant to applicable Internal Revenue Code provisions. The Parties agree to allocate the Purchase Price with respect to each asset as specified by the Buyer in its reasonable discretion consistent with and within the categories in the chart above.